

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORP. ERISA LITIGATION

)
) Master Docket No. 05-429 (GMS)
)
)

**STIPULATION AND
[PROPOSED] ORDER**

It is hereby stipulated by the parties to this action, by and through undersigned counsel, subject to the order of this Court, that Defendants are permitted to file the attached Amended Answer to the Amended Class Action Complaint for Violations of the Employee Retirement Income Security Act dated November 8, 2005 (the "Amended Answer"). Defendants are filing the Amended Answer to correct a factual error in their initial Answer regarding the authority to appoint, remove and replace members of the Plan Committee. Upon the Court's approval of this Stipulation, the Amended Answer shall be deemed filed.

Dated: August 14, 2007

**ROSENTHAL, MONHAIT
& GODDESS, P.A.**

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SO ORDERED:

CERTIFICATE OF SERVICE

I, Richard H. Morse, hereby certify that on August 14, 2007, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on August 14, 2007, I also caused copies of the foregoing document to be served by hand on the counsel of record listed below:

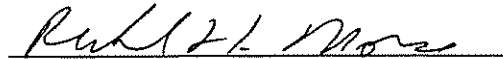
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